

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	:
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:
	:
	:
Debtors. ¹	:
-----X	X

Chapter 11
Case No. 18-23538 (RDD)
(Jointly Administered)

**AFFIDAVIT AND DISCLOSURE STATEMENT OF CLINT D. VANDERVER,
ON BEHALF OF WELLS MARBLE & HURST, PLLC**

STATE OF MISSISSIPPI)
) s.s.:
COUNTY OF MADISON)

Clint D. Vanderver, being duly sworn, upon his oath, deposes and says as follows:

1. I am a Member of Wells Marble & Hurst, PLLC; located at 300 Concourse Boulevard, Suite 200 Ridgeland, Mississippi 39157 (the “**Firm**”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

The Debtors also include SHC Licensed Business LLC (3718), filed as Case No. 18-23616 and SHC Promotions LLC (9626), filed as Case No. 18-23630 (the “Additional Debtors”). The Additional Debtors each filed a motion in their respective chapter 11 cases requesting joint administration with the Debtors for procedural purposes only pursuant to Rule 1015(b) of the Bankruptcy Rules.”

2. Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), have requested that the Firm provide general liability legal advice and legal services to the Debtors, and the Firm has consented to provide such services (the “**Services**”).

3. The Services include, but are not limited, to the following: general liability legal advice involving these lawsuits: (1) *Ambrea Banks Davis v. Sears, Roebuck and Co. and Carl E. Purdum, Jr.*; In the United States District Court for the Southern District of Mississippi, Eastern Division; Civil Action No.: 2:18-cv-00170-KS-MTP; (2) *Amy M. Lott v. Joseph Davis, Carl E. Purdum, Jr., John Doe Entities 1-5, and John Doe Persons 1-5*; In the Circuit Court of Forrest County, Mississippi; Civil Action No.: H17-0091; (3) *Gary Benison v. Sedgwick and Whirlpool Corporation*, In the Justice Court of DeSoto County, Mississippi; Civil Action No.: Case No.: 1080955-01 (this matter was concluded in September 2018); (4) *Mesha Sanders v. Kmart Corporation, et al.*; In the United States District Court for the Northern District of Mississippi, Aberdeen Division; Civil Action No.: 1:18-cv-20-SA-DAS; (5) *Jamie Ann Sears v. Kmart Corporation*; In the United States District Court for the Northern District of Mississippi, Greenville Division; Civil Action No.: 4:15-cv-186-DMB-JV; and (6) *Hazel Tucker v. Kmart Corporation, et al.*; In the Circuit Court of Alcorn County, Mississippi; Civil Action No. CV2018-624-FA.

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases.

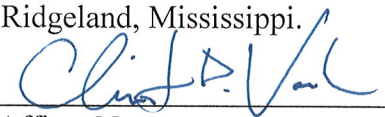
The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, such person's attorneys, or such person's accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained. As of the commencement of this chapter 11 case, the Debtors owe the Firm \$20,746.83 in respect of prepetition services rendered to the Debtors.

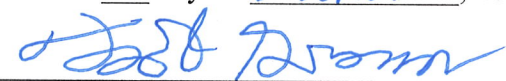
7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on December 17, 2018, in Ridgeland, Mississippi.



Affiant Name

SWORN TO AND SUBSCRIBED before
Me this 17th day of December, 2018



Notary Public



**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----x
In re :
: Chapter 11
SEARS HOLDINGS CORPORATION, *et al.*, :
: Case No. 18-23538 (RDD)
: (Jointly Administered)
Debtors.¹ :
x-----

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”).

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of professional: Clint D. Vanderver and Thomas M. Louis, Wells Marble & Hurst, PLLC; located at 300 Concourse Boulevard, Suite 200 Ridgeland, Mississippi 39157.

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2. Date of retention:

(1) *Ambrea Banks Davis v. Sears, Roebuck and Co. and Carl E. Purdum, Jr.*; In the United States District Court for the Southern District of Mississippi, Eastern Division; Civil Action No.: 2:18-cv-00170-KS-MTP (**Retained on October 30, 2017**);

(2) *Amy M. Lott v. Joseph Davis, Carl E. Purdum, Jr., John Doe Entities 1-5, and John Doe Persons 1-5*; In the Circuit Court of Forrest County, Mississippi; Civil Action No.: H17-0091 (**Retained on August 3, 2017**);

(3) *Gary Benison v. Sedgwick and Whirlpool Corporation*, In the Justice Court of DeSoto County, Mississippi; Civil Action No.: Case No.: 1080955-01 (this matter was concluded in September 2018) (**Retained on August 9, 2018**);

(4) *Mesha Sanders v. Kmart Corporation, et al.*; In the United States District Court for the Northern District of Mississippi, Aberdeen Division; Civil Action No.: 1:18-cv-20-SA-DAS (**Retained on November 27, 2017**);

(5) *Jamie Ann Sears v. Kmart Corporation*; In the United States District Court for the Northern District of Mississippi, Greenville Division; Civil Action No.: 4:15-cv-186-DMB-JV (**Retained on January 26, 2016**); and

(6) *Hazel Tucker v. Kmart Corporation, et al.*; In the Circuit Court of Alcorn County, Mississippi; Civil Action No. CV2018-624-FA (**Retained on November 27, 2018**).

3. Type of services to be provided: General liability legal advice in defense of the above claims and lawsuits.

4. Brief description of services to be provided: Defend the above lawsuits, including, but not limited to, file answers to the complaint, propound and respond to written discovery requests, interview witnesses, conduct depositions when appropriate, and obtain and review medical records of the claimant/plaintiff.

5. Arrangements for compensation (hourly, contingent, etc.): Hourly rates billed quarterly

(a) Average hourly rate (if applicable): \$160 for the primary attorney; \$130 for the secondary attorney; and \$65 for the paralegal

(b) Estimated average monthly compensation based on prepetition retention (if

company was employed prepetition): \$3,500/month

6. Prepetition claims against the Debtors held by the company:

Amount of claim: \$20,746.83 (total amount relating to below lawsuits)

Date claim arose:

(1) *Ambrea Banks Davis v. Sears, Roebuck and Co. and Carl E. Purdum, Jr.*; In the United States District Court for the Southern District of Mississippi, Eastern Division; Civil Action No.: 2:18-cv-00170-KS-MTP (**\$6,846.87 in attorneys' fees and expenses for services rendered April 5, 2018 through October 10, 2018**);

(2) *Amy M. Lott v. Joseph Davis, Carl E. Purdum, Jr., John Doe Entities 1-5, and John Doe Persons 1-5*; In the Circuit Court of Forrest County, Mississippi; Civil Action No.: H17-0091 (**\$6,130.45 in attorneys' fees and expenses for services rendered February 20, 2018 through October 10, 2018**);

(3) *Gary Benison v. Sedgwick and Whirlpool Corporation*, In the Justice Court of DeSoto County, Mississippi; Civil Action No.: Case No.: 1080955-01 (this matter was concluded in September 2018) (**\$1,370 in attorneys' fees for services rendered August 9, 2018 through September 30, 2018**);

(4) *Mesha Sanders v. Kmart Corporation, et al.*; In the United States District Court for the Northern District of Mississippi, Aberdeen Division; Civil Action No.: 1:18-cv-20-SA-DAS (**\$6,329.51 in attorneys' fees and expenses for services rendered August 7, 2018 through October 12, 2018**); and

(5) *Jamie Ann Sears v. Kmart Corporation*; In the United States District Court for the Northern District of Mississippi, Greenville Division; Civil Action No.: 4:15-cv-186-DMB-JV (**\$70 in attorneys' fees for services rendered July 24, 2018 through September 28, 2018**).

Nature of claim: Attorneys' fees and expenses incurred while defending the above lawsuits.

7. Prepetition claims against the Debtors held individually by any member, associate, or employee of the company:

Name: N/A

Status: N/A

Amount of claim: N/A

Date claim arose: N/A

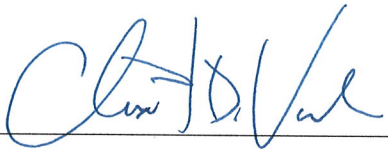
Nature of claim: N/A

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the professional is to be employed:

N/A

9. Name and title of individual completing this form:

Clint D. Vanderver, Member of Wells Marble & Hurst, PLLC



Dated: December 17, 2018.